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September 22, 2010

By Electronic Filing

Marlene H. Dortch  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**Re: IB Docket No. 08-184**  
**Ex Parte Filing**

Dear Ms. Dortch:

Annexes 1-3 and Annex 7 of a filing submitted by Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P. (collectively, "Harbinger") in the above-referenced proceeding provide information concerning the citizenship of Harbinger's owners. On April 13, 2010, Harbinger updated these annexes with information through the March 26, 2010, release date of the Commission's Memorandum Opinion and Order and Declaratory Ruling in this matter,<sup>1</sup> and since that time Harbinger began submitting monthly updates.

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<sup>1</sup> The updates were based on the most current information Harbinger had on March 26, 2010, which was as of February 28, 2010.

Marlene H. Dortch  
September 22, 2010  
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Pursuant to Section 1.65 of the Commission's rules,<sup>2</sup> attached to this letter are revised versions of Annexes 1, 3, and 7 that have been updated through August 26, 2010.<sup>3</sup>

Please direct any questions concerning this filing to the undersigned.

Sincerely,

A handwritten signature in black ink that reads "Henry Goldberg". The signature is written in a cursive, slightly slanted style.

Henry Goldberg  
*Attorney for Harbinger Capital Partners*

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<sup>2</sup> 47 C.F.R. § 1.65.

<sup>3</sup> The updates are based on the most current information that was available to Harbinger on August 26, 2010, which was as of July 31, 2010.

Annex 1 to Petition for Declaratory Ruling:  
Investor Interests in the Harbinger Funds (Sep. 2010 version)

<b><i>Harbinger Capital Partners Fund I, L.P.</i></b>		
<b><i>Category of Investor</i></b>	<b><i>Aggregate % Equity</i></b>	<b><i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i></b>
<b><i>Individuals that are citizens of the United States</i></b>	<b><i>12.54%</i></b>	<b><i>United States</i></b>
<b><i>Individuals that are citizens of foreign countries</i></b>	<b><i>0.00%</i></b>	
<b><i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i></b>	<b><i>15.74%</i></b>	<b><i>United States</i></b>
<b><i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i></b>	<b><i>0.00%</i></b>	
<b><i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i></b>	<b><i>0.00%</i></b>	
<b><i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i></b>	<b><i>0.00%</i></b>	
<b><i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i></b>	<b><i>71.73%</i></b>	<b><i>United States</i></b>

<p><i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i></p>	<p><i>0.00%</i></p>	
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## Harbinger Capital Partners Offshore Fund I, Ltd.

<b><i>Category of Investor</i></b>	<b><i>Aggregate % Equity</i></b>	<b><i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i></b>
<b>Individuals that are citizens of the United States</b>	0.11%	United States
<b>Individuals that are citizens of foreign countries</b>	0.86%	South Africa, Canada, United Kingdom, China (Hong Kong S.A.R.), Switzerland, Liechtenstein, Cayman Islands
<b>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</b>	7.35%	United States
<b>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</b>	13.88%	Bermuda, Canada, Cayman Islands, Channel Islands, France, Luxembourg, Norway, Sweden, Switzerland, Netherlands, United Kingdom
<b>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</b>	0.00%	
<b>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</b>	0.00%	

Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.	3.47%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country	74.33%	Arab Emirates, Australia, Bahrain, Bermuda, Brazil, British Virgin Islands, Canada, Cayman Islands, Channel Islands, Chile, France, Italy, Ireland, Japan, Luxembourg, Netherlands Antilles, Norway, Panama, Singapore, Spain, Switzerland, Bahamas, Netherlands, United Kingdom

***Harbinger Capital Partners Special Situations Fund, L.P.***

<b><i>Category of Investor</i></b>	<b><i>Aggregate % Equity</i></b>	<b><i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i></b>
<b><i>Individuals that are citizens of the United States</i></b>	<b><i>3.84%</i></b>	<b><i>United States, United Kingdom</i></b>
<b><i>Individuals that are citizens of foreign countries</i></b>	<b><i>0.00%</i></b>	
<b><i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i></b>	<b><i>4.30%</i></b>	<b><i>United States</i></b>
<b><i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i></b>	<b><i>0.00%</i></b>	
<b><i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i></b>	<b><i>0.00%</i></b>	<b><i>United States</i></b>
<b><i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i></b>	<b><i>0.00%</i></b>	

<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>27.07%</i>	<i>United States</i>
<i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>64.79%</i>	<i>Cayman Islands, United States</i>



***Harbinger Capital Partners Special Situations Offshore Fund, L.P.***

<b><i>Category of Investor</i></b>	<b><i>Aggregate % Equity</i></b>	<b><i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i></b>
<b><i>Individuals that are citizens of the United States</i></b>	<b><i>0.10%</i></b>	<b><i>United States</i></b>
<b><i>Individuals that are citizens of foreign countries</i></b>	<b><i>0.00%</i></b>	
<b><i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i></b>	<b><i>8.92%</i></b>	<b><i>United States</i></b>
<b><i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i></b>	<b><i>20.83%</i></b>	<b><i>Bermuda, British Virgin Islands, Cayman Islands, Finland, Luxembourg, Switzerland, Netherlands</i></b>
<b><i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i></b>	<b><i>0.00%</i></b>	<b><i>United States</i></b>
<b><i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i></b>	<b><i>0.00%</i></b>	
<b><i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i></b>	<b><i>2.01%</i></b>	<b><i>United States</i></b>
<b><i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i></b>	<b><i>68.14%</i></b>	<b><i>Cayman Islands, United States</i></b>

**Harbinger Capital Partners SSF CFF Fund, Ltd.**

<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
<i>Individuals that are citizens of the United States</i>	<i>0.0%</i>	
<i>Individuals that are citizens of foreign countries</i>	<i>0.0%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>0.0%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>21.38%</i>	<i>Cayman Islands</i>
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.0%</i>	
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.0%</i>	
<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>34.84%</i>	<i>United States</i>

<i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>43.78%</i>	<i>Cayman Islands</i>
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### Harbinger Class L Holdings (U.S.), L.L.C.

<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
<i>Individuals that are citizens of the United States</i>	<i>16.12%</i>	<i>United States, United Kingdom</i>
<i>Individuals that are citizens of foreign countries</i>	<i>0.00%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>6.48%</i>	<i>United States</i>
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>0.00%</i>	
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.00%</i>	<i>United States</i>
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	
<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>77.40%</i>	<i>United States</i>
<i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	

***Harbinger Class L Holdings (Cayman), Ltd.***

<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
<i>Individuals that are citizens of the United States</i>	<i>1.08%</i>	<i>United States</i>
<i>Individuals that are citizens of foreign countries</i>	<i>0.19%</i>	<i>Cayman Islands</i>
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>2.06%</i>	<i>United States</i>
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>17.59%</i>	<i>Australia, Bermuda, Cayman Islands, Channel Islands, China, China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland United Kingdom, British Virgin Islands</i>
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.00%</i>	
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	

<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>1.24%</i>	<i>United States</i>
<i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>77.89%</i>	<i>Australia, Bermuda, Cayman Islands, Channel Islands, China, China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands, Canada, Brazil, Japan, Panama, Italy, Bahamas</i>

## Harbinger Class PE Holdings (U.S.) Trust

<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
<b>Individuals that are citizens of the United States</b>	<b>18.23%</b>	<b>United States, United Kingdom</b>
<b>Individuals that are citizens of foreign countries</b>	<b>0.00%</b>	
<b>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</b>	<b>4.29%</b>	<b>United States</b>
<b>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</b>	<b>0.00%</b>	
<b>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</b>	<b>0.00%</b>	
<b>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>0.00%</b>	
<b>foregoing categories that are organized in the United States and have their principal place of business in the U.S.</b>	<b>77.44%</b>	<b>United States</b>

Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country	0.00%	
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## Harbinger Class PE Holdings (Cayman), Ltd.

<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
<b>Individuals that are citizens of the United States</b>	<b>1.31%</b>	<b>United States</b>
<b>Individuals that are citizens of foreign countries</b>	<b>0.18%</b>	United Kingdom, China (Hong Kong S.A.R.), Cayman Islands
<b>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</b>	<b>2.35%</b>	<b>United States</b>
<b>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</b>	<b>14.37%</b>	China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands
<b>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</b>	<b>0.00%</b>	
<b>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>0.00%</b>	

<b>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</b>	<b>1.51%</b>	<b>United States</b>
<b>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>80.27%</b>	<b>Australia, Bermuda, Cayman Islands, Channel Islands, China, China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands, Canada, Brazil, Japan, Panama, Italy, Bahamas</b>

<b><i>Harbinger Capital Partners Fund II, L.P.</i></b>		
<b><i>Category of Investor</i></b>	<b><i>Aggregate % Equity</i></b>	<b><i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i></b>
<b>Individuals that are citizens of the United States</b>	<b>4.35%</b>	<b>United States</b>
<b>Individuals that are citizens of foreign countries</b>	<b>0.00%</b>	
<b>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</b>	<b>0.63%</b>	<b>United States</b>
<b>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</b>	<b>0.00%</b>	
<b>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</b>	<b>0.00%</b>	
<b>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>0.00%</b>	
<b>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</b>	<b>14.08%</b>	<b>United States</b>
<b>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>80.94%</b>	<b>Netherlands Antilles</b>

***Harbinger Capital Partners Offshore Fund II, Ltd.***

<b><i>Category of Investor</i></b>	<b><i>Aggregate % Equity</i></b>	<b><i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i></b>
<b>Individuals that are citizens of the United States</b>	<b>0.23%</b>	United States
<b>Individuals that are citizens of foreign countries</b>	<b>0%</b>	United States
<b>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</b>	<b>8.23%</b>	United States
<b>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</b>	<b>17.72%</b>	Liechtenstein, Switzerland
<b>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</b>	<b>0.00%</b>	
<b>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>0%</b>	United States
<b>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</b>	<b>4.81%</b>	United States
<b>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</b>	<b>69.02%</b>	Ireland, France, Bermuda, Guernsey, Netherlands, China, Cayman Islands, Italy



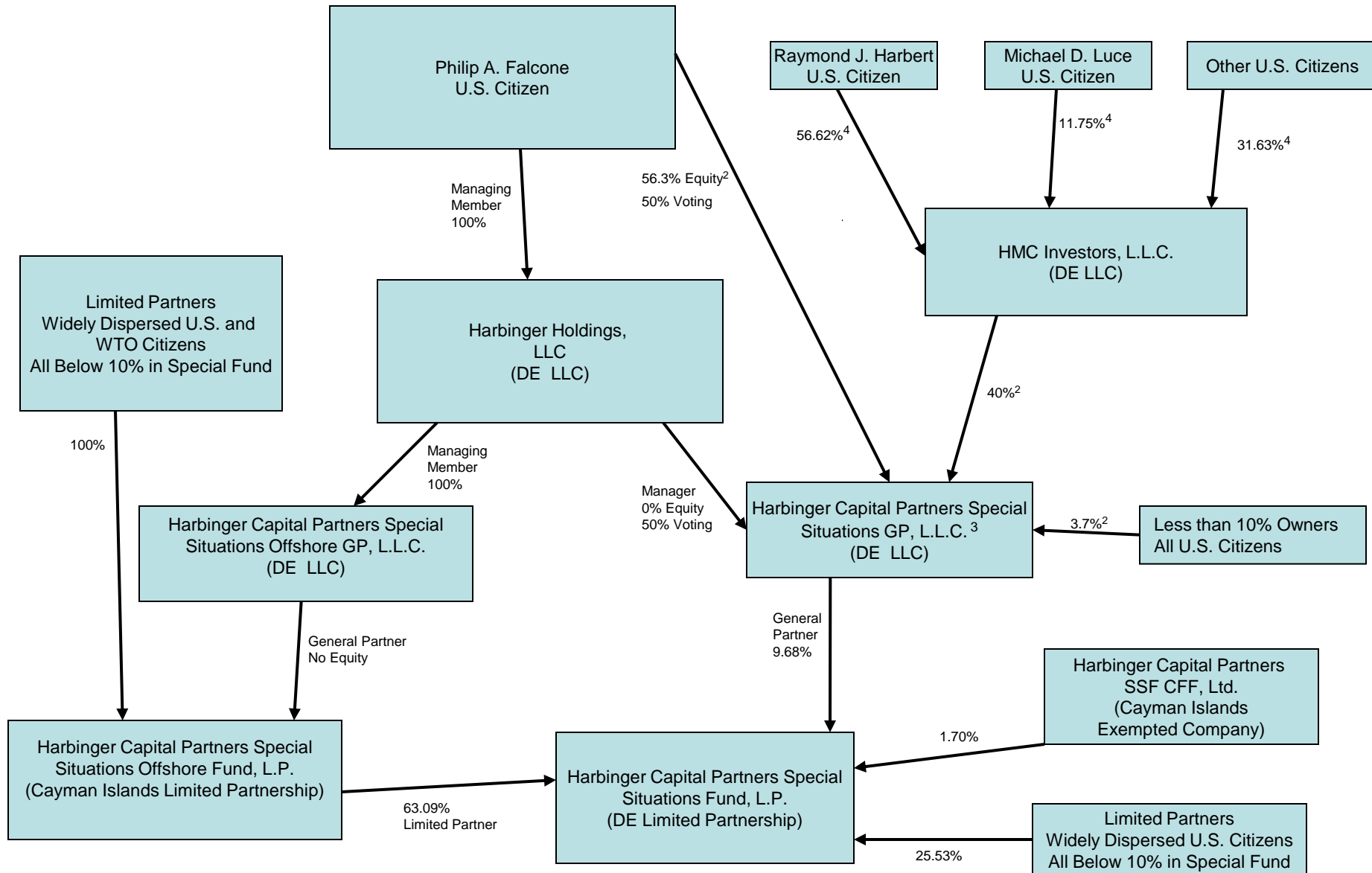
(footnotes from previous page)

- 1. All equity percentages are calculated as of July 31, 2010.**
- 2. The equity percentages shown apply only to performance allocations received by Harbinger Capital Partners GP, L.L.C. from each of Harbinger Capital Partners Fund I, L.P. (“HCP Onshore Fund I”), Harbinger Capital Partners Intermediate Fund II, Ltd. (“HCP Intermediate Fund II”) and Harbinger Capital Partners Fund II, L.P. (“HCP Onshore Fund II”). HMC Investors, L.L.C. does not share in any other fees or performance based compensation received by Harbinger Capital Partners GP, L.L.C. In 2009 and 2010, as the asset value and performance returns of HCP Onshore Fund I, HCP Intermediate Fund II and HCP Onshore Fund II increase, Philip A. Falcone’s equity percentage in Harbinger Capital Partners GP, L.L.C. will increase and HMC Investors, L.L.C.’s equity percentage will decrease. In 2011, Philip A. Falcone’s equity percentage will be 76.3% and HMC Investors, L.L.C.’s equity percentage will be 20%. In 2012, Philip A. Falcone’s equity percentage will be 81.3% and HMC Investors, L.L.C.’s equity percentage will be 15%. Thereafter, Philip A. Falcone’s equity percentage will be 96.3% and HMC Investors, L.L.C.’s equity percentage will be 0%. Other U.S. citizens, each of whom is one of the “less than 10% owners,” collectively will own the remaining 3.7%.**
- 3. The equity percentages shown apply only to performance fees received by Harbinger Capital Partners LLC from Harbinger Capital Partners Offshore Fund I, Ltd. (“HCP Offshore Fund I”); neither Raymond J. Harbert nor the “less than 10% owners” share in management fees or other fees received by Harbinger Capital Partners LLC. In 2009 and 2010, as the asset value and performance returns of HCP Offshore Fund I increase, Philip A. Falcone’s equity percentage in Harbinger Capital Partners LLC also will increase and the equity percentages of Raymond J. Harbert and the “less than 10% owners” who are employees, stockholders or are otherwise related to Harbert Management Corp. (the “Harbert-Related Owners”) will decrease. In 2011, Philip A. Falcone’s equity percentage will be 76.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners collectively will be 20%. In 2012, Philip A. Falcone’s equity percentage will be 81.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners collectively will be 15%. Thereafter, Philip A. Falcone’s equity percentage will be 96.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners will be 0%. Other U.S. citizens, each of whom is one of the “less than 10% owners,” collectively will own the remaining 3.7%.**
- 4. Directors: Martin Byrne, Cayman Islands Resident and Irish Citizen; Ian Goodall, Cayman Islands Resident and U.K. Citizen.**
- 5. Ownership is widely dispersed U.S. and WTO Citizens all below 10%, except for five investment funds from the Bahamas, which is non-WTO, that collectively have a .22% interest in Harbinger Class PE Holdings (Cayman), Ltd. and a .18% interest in Harbinger Class L Holdings (U.S.), LLC.**
- 6. Harbinger Capital Partners LLC is also the Investment Manager for (but holds no equity in): Harbinger Class PE Holdings (Cayman), Ltd. (Cayman Islands Exempted Company); Harbinger Class L Holdings (Cayman), Ltd. (Cayman Islands exempted company); and Harbinger Capital Partners Fund II, L.P. (DE Limited Partnership); and is the Administrator, which is comparable to an Investment Manager, for Harbinger Class PE Holdings (U.S.) Trust.**

(footnotes cont'd.)

7. Harbinger Class L Holdings (U.S.), LLC and Harbinger Class L Holdings (Cayman), Ltd. are subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, "Class L Holdings"), that were established in September 2008 to hold each such fund's pro rata portion of the Class LU Shares of the Master Fund. The Class LU Shares represent an undivided interest in the ultimate net value of certain assets of the Master Fund with exposure to bankrupt Lehman Brothers entities. Originally, HCP Onshore Fund I and HCP Offshore Fund I held 100% of their respective Class L Holdings subsidiary, but as investors in each fund have redeemed their shares after the formation of the Class L Holdings subsidiary, the redeeming investors have received, in addition to cash proceeds, partial in-kind proceeds representing a pro rata portion of such shareholder's or limited partner's proportional interest in Class L Holdings subsidiary. The interests in Class L Holdings (although an interest in the Master Fund) will have no interest in the SkyTerra shares obtained by the Master Fund by virtue of this transaction. The boxes denoted with "RI" represent redeemed investors; to the extent that these investors have made complete redemptions, their only remaining indirect interest in the Master Fund is in the portion of the assets attributable to the Class LU Shares. It is expected similar in kind distributions will be made to redeeming investors until the assets attributable to the Class LU Shares are liquidated.
8. Harbinger Class PE Holdings (U.S.) Trust and Harbinger Class PE Holdings (Cayman), Ltd. are subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, "Class PE Holdings"), that were established in December 2008 to hold each such fund's pro rata portion of the Class PE Shares of the Master Fund. The Class PE Shares represent an undivided interest in the Master Fund's private equity and certain other illiquid investments. Originally, HCP Onshore Fund I and HCP Offshore Fund I held 100% of their respective Class PE Holdings subsidiary, but as investors in each fund have redeemed their shares after the formation of the Class PE Holdings, the redeeming investors have received, in addition to cash proceeds, partial in-kind proceeds representing a pro rata portion of such shareholder's or limited partner's proportional interest in Class PE Holdings subsidiary. The interests in Class PE Holdings (although an interest in the Master Fund) will have no interest in the SkyTerra shares obtained by the Master Fund by virtue of this transaction. The boxes denoted with "RI" represent redeemed investors; to the extent that these investors have made complete redemptions, their only remaining indirect interest in the Master Fund is in the portion of the assets attributable to the Class PE Shares. It is expected similar in kind distributions will be made to redeeming investors until the assets attributable to the Class PE Shares are liquidated.
9. Harbinger Capital Partners Fund II, L.P., a Delaware limited partnership, ("*HCP Onshore Fund II*") and Harbinger Capital Partners Offshore Fund II, Ltd. ("*HCP Offshore Fund II*"), a Cayman Island exempted company, were created to facilitate new investment in the Master Fund without those investors taking a proportionate interest in either the Class LU Shares or the Class PE Shares. Harbinger Capital Partners LLC is the Investment Manager for HCP Offshore Fund II, as well as for Harbinger Capital Partners Intermediate Fund II, Ltd., a Cayman Island exempted company through which HCP Offshore Fund II has invested in the Master Fund. (The general partner of HCP Onshore Fund II is Harbinger Capital Partners GP, L.L.C.)
10. The percentages shown here are for the class of interests of HMC Investors, L.L.C. - known as Series 2 Units - relevant to the Master Fund, which is different from the class of interests of HMC Investors, L.L.C. relevant to the Special Situations Fund.

# Annex 3 SPECIAL SITUATIONS FUND OWNERSHIP DIAGRAM<sup>1</sup>





(footnotes from previous page)

1. All equity percentages are calculated as of July 31, 2010.
2. In 2009 and 2010, as the asset value and performance returns of the Special Situations Fund increase, Philip A. Falcone's equity percentage in Harbinger Capital Partners Special Situations GP, L.L.C. ("Special Situations GP") increases and HMC Investors, L.L.C.'s equity percentage decreases. In 2011, Philip A. Falcone's equity percentage will be 76.3% and HMC Investors, L.L.C.'s equity percentage will be 20%. In 2012, Philip A. Falcone's equity percentage will be 81.3% and HMC Investors, L.L.C.'s equity percentage will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 96.3% and HMC Investors, L.L.C.'s equity percentage will be 0%. Other U.S. citizens, each of whom is one of the "less than 10% owners," collectively will own the remaining 3.7.
3. Until such time as the investors in the Special Situations Fund have had the opportunity to redeem their interests, the consent of HMC-New York, Inc., which was formerly the Managing Member of, and had a 50% voting interest in, Special Situations GP, will be required to take certain actions with respect to Special Situations GP.
4. The percentages shown here are for the class of interests of HMC Investors, L.L.C. - known as Series 5 Units - relevant to the Special Situations Fund, which is different from the class of interests of HMC Investors, L.L.C. relevant to the Master Fund.

## Annex 7

Fund	II-GOVT <sup>1</sup> Non-US	II-C/BE <sup>2</sup> Non-US	II-Family Off <sup>3</sup> Non-US	FOF <sup>4</sup> Non-US	FOF-INST <sup>5</sup> Non-US	SP-ADVIS <sup>6</sup> Non-US	TOTALS
<b>Harbinger Capital Partners Special Situations Fund, LP:</b>							
FCC Categorization at 7.31.10		64.79% <sup>8</sup>					0.00%
<b>Harbinger Capital Partners Special Situations Offshore Fund, LP</b>							
FCC Categorization at 7.31.10		0.23% <sup>9</sup>	15.02% <sup>13</sup>		50.99% <sup>21</sup>	1.91% <sup>26</sup>	0.00%
<b>Harbinger Capital Partners SSF CFF, Ltd.:</b>							
FCC Categorization at 7.31.10				43.78% <sup>17</sup>			0.00%
<b>Harbinger Capital Partners Offshore Fund I, Ltd.</b>							
FCC Categorization at 7.31.10	4.63% <sup>7</sup>	37.64% <sup>10</sup>	1.16% <sup>14</sup>	10.09% <sup>18</sup>	18.01% <sup>22</sup>	2.79% <sup>27</sup>	0.00%
<b>Harbinger Class L Holdings (Cayman), Ltd:</b>							
FCC Categorization at 7.31.10		24.42% <sup>11</sup>	1.76% <sup>15</sup>	29.79% <sup>19</sup>	21.27% <sup>23</sup>	0.46% <sup>28</sup>	0.00%
<b>Harbinger Class PE Holdings (Cayman), Ltd:</b>							
FCC Categorization at 7.31.10		29.14% <sup>12</sup>	1.88% <sup>16</sup>	29.43% <sup>20</sup>	19.26% <sup>24</sup>	0.56% <sup>29</sup>	0.00%
<b>Harbinger Capital Partners Offshore Fund II, Ltd:</b>							
FCC Categorization at 7.31.10	0.00% <sup>25</sup>		2.08% <sup>30</sup>	0.78% <sup>31</sup>	54.21% <sup>32</sup>	6.08% <sup>33</sup>	

## Annex 7

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1 “**II-GOVT**” – Includes government and government-controlled investors.

2 “**II-C/BE**” – Includes corporations and other business entities not falling into one of the other categories.

3 “**II-Family Off**” – Includes family offices, including private wealth management firms that serve high net worth investors (oftentimes these investors are individuals within a single family).

4 “**FOF**” – Includes fund-of-funds, which are investment vehicles (comprised of multiple investors) that invest in other investment funds, therefore allowing the underlying investors to diversify their investment.

5 “**FOF-INST**” – Includes institutional fund-of-funds, meaning fund-of-funds that are established for institutional investors ( e.g. , endowments, pension plans, sovereign wealth plans, government plans, etc.).

6 “**SP-ADVIS**” – Includes professional firms and service providers such as law firms and consulting firms.

7 United Arab Emirates

8 New York, Cayman Islands

9 Cayman Islands, United States

10 Bermuda, Cayman Islands, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands , Canada

11 Bahamas, Bermuda, Cayman Islands, China (Hong Kong), Ireland, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands ,Canada

12 Bahamas, Bermuda, Cayman Islands, Ireland, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands

13 Canada, Cayman Islands, Ireland, Liechtenstein, Netherland Antilles, The Netherlands, Norway, Switzerland

14 Bermuda, Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Panama, Switzerland, British Virgin Islands

15 Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Switzerland, British Virgin Islands

16 Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Switzerland, British Virgin Islands

17 Cayman Islands, United Kingdom

18 Bahamas, Bermuda, Canada, Cayman Islands, Channel Islands, France, Guernsey, Ireland, Italy, Luxembourg, Netherlands Antilles, The Netherlands, Panama, Portugal, Switzerland, United Kingdom

19 Bahamas, Bermuda, Brazil, Canada, Cayman Islands, Channel Islands, France, Ireland, Italy, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Sweden, Switzerland, Guernsey, Portugal  
United Kingdom, British Virgin Islands

20 Bahamas, Bermuda, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Italy, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Switzerland, Bahrain

United Kingdom, British Virgin Islands

21 Canada, Cayman Islands, Channel Islands, Germany, Guernsey, Ireland, Italy, Luxembourg, Panama, Switzerland, British Virgin Islands

22 Bahrain, Bermuda, Canada, Cayman Islands, Channel Islands, France, Guernsey, Ireland, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Spain, Switzerland, United Kingdom , Italy

23 Bermuda, Cayman Islands, Channel Islands, France, Luxembourg, Netherland Antilles, The Netherlands, Panama, Singapore, Switzerland, United Kingdom, British Virgin Islands , Baharain

24 Bermuda, Cayman Islands, Channel Islands, France,-Luxembourg, Netherland Antilles, The Netherlands, Panama, Switzerland, United Kingdom, British Virgin Islands , Bahrain, Singapore

25 China

26 Cayman Islands, Norway, Switzerland

27 Bermuda, Cayman Islands, Channel Islands, Chile, The Netherlands, Panama, Singapore, Switzerland, United Kingdom

28 United Kingdom, The Netherlands, Cayman Isalands, Guernsey, Channel Islands

29 Channel Islands, Netherland Antilles, Singapore, Switzerland , United Kingdom, Guernsey, Cayman Islands

30 Switzerland, Liechtenstein

31 Cayman Islands, Italy

32 Cayman Islands, France, Guernsey, Ireland, Luxembourg, the Netherlands

33 Bermuda